

I2 TECHNOLOGIES INC  
 Form 4  
 August 18, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CHATTERJEE PALLAB K**

2. Issuer Name and Ticker or Trading Symbol  
**I2 TECHNOLOGIES INC [ITWO]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**I2, 11701 LUNA ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/16/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP, Sol Ops & Ch Del Officer**

**DALLAS, TX 75234**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) |   |                   | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |        |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|-------------------|---|--|---|--------|
|                                 |                                      |  |                                | Code  | V | Amount (A) or (D) |   |  |   | Price  |
| Common Stock                    | 10/09/2004                           | 10/09/2004   | G                              |   |   | 1,340             | \$ 0  | 12,804   | D   |        |
| Common Stock                    | 10/10/2004                           | 10/10/2004   | G                              |   |   | 1,340             | \$ 0  | 11,464   | D   |        |
| Common Stock                    | 10/10/2004                           | 10/10/2004   | G                              |   |   | 1,340             | \$ 0  | 1,340  | I   | by son |
| Common Stock                    | 12/20/2005                           | 12/20/2005   | G                              |   |   | 3,080             | \$ 0  | 8,384  | D   |        |
| Common Stock                    | 12/20/2005                           | 12/20/2005   | G                              |   |   | 1,540             | \$ 0  | 2,880  | I   | by son |

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Common Stock      08/16/2006      08/16/2006      M      4,000      A      \$ 0<sub>(1)</sub>      12,384      D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Share Rights Award                         | \$ 0   | 08/16/2006                           | 08/16/2006   | M                              | 4,000   | 08/16/2005 <sup>(2)</sup> 08/15/2014                     | Common Stock  | 4,000                      |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| CHATTERJEE PALLAB K<br>I2<br>11701 LUNA ROAD<br>DALLAS, TX 75234 |               |           | EVP, Sol Ops & Ch Del Officer |       |

## Signatures

Robin Gunter,  
Attorney-in-Fact      08/18/2006

         \*\*Signature of Reporting Person      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares issued as a bonus for past services upon lapse of restriction of Shre Rights Award issued August 16, 2004.
- (2)

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Award of Share Rights Award pursuant to the i2 Technologies, Inc. 1995 Stock Option/Stock Issuance Plan. Such award shall vest as to 33% of the underlying shares on August 16, 2005; the remaining shares shall vest on August 16, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.